

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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FEDERAL HOUSING FINANCE AGENCY :
AS CONSERVATOR FOR THE FEDERAL :
NATIONAL MORTGAGE ASSOCIATION : 11 CIV 5201 (DLC)
AND THE FEDERAL HOME LOAN :
MORTGAGE CORPORATION, :
Plaintiff, : **ECF Case**
: **Electronically Filed**
:
v. :
:
UBS AMERICAS INC., UBS REAL ESTATE :
SECURITIES INC., UBS SECURITIES, LLC, :
MORTGAGE ASSET SECURITIZATION :
TRANSACTIONS, INC., DAVID MARTIN, :
PER DYRVIK, HUGH CORCORAN, and :
PETER SLAGOWITZ, :
Defendants. :
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**DECLARATION OF JAY B. KASNER IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT**

Jay B. Kasner hereby declares as follows:

1. I am a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP, counsel for defendants UBS Americas Inc., UBS Real Estate Securities Inc., UBS Securities LLC, Mortgage Asset Securitization Transactions, Inc., David Martin, Per Dyrvik, Hugh Corcoran and Peter Slagowitz (collectively, the "Defendants").
2. I respectfully submit this declaration in support of Defendants' Motion to Dismiss Plaintiff's Second Amended Complaint pursuant to Federal Rules of Civil Procedure 8(a) and 12(b)(6) to transmit to the Court true and correct copies of the documents described below and the attached schedule.

3. Schedule 1 attached hereto is an index of the Prospectuses and Prospectus Supplements for the offerings in which Plaintiff allegedly purchased the Certificates. Copies of excerpts of these documents are attached as Exhibits 1-22; the index identifies the exhibit number that corresponds to each document;

4. Exhibit A is a copy of Plaintiff's Second Amended Complaint, dated December 21, 2011;

5. Exhibit B is a copy of Freddie Mac's Non-Prosecution Agreement with the United States Securities and Exchange Commission and appended Statement of Facts, dated December 13, 2011;

6. Exhibit C is a copy of Fannie Mae's Non-Prosecution Agreement with the United States Securities and Exchange Commission and appended Statement of Facts, dated December 13, 2011;

7. Exhibit D is a copy of the complaint filed in *SEC v. Syron, et al.*, No. 11 Civ. 9201 (RJS) (S.D.N.Y.), dated December 14, 2011;

8. Exhibit E is a copy of the complaint filed in *SEC v. Mudd, et al.*, No. 11 Civ. 9202 (ALC) (S.D.N.Y.), dated December 16, 2011;

9. Exhibit F the draft mid-year letter from the Federal Housing Finance Agency to Freddie Mac, dated September 4, 2008;

10. Exhibit G is a copy of the tolling agreement entered into between Fannie Mae, UBS Securities LLC, UBS Real Estate Inc. and Mortgage Asset Securitization Transactions, Inc., dated May 20, 2009;

11. Exhibit H is a copy of excerpts from Fannie Mae's annual report for the fiscal year ended December 31, 2010, filed on Form 10-K;

12. Exhibit I is a copy of excerpts from Freddie Mac's annual report for the fiscal year ended December 31, 2010, filed on Form 10-K;
13. Exhibit J is a copy of excerpts from the Report from the Office of Federal Housing Enterprise Oversight entitled *Systemic Risk: Fannie Mae, Freddie Mac and the Role of OFHEO* (2003);
14. Exhibit K is a copy of the transcript of the testimony of Franklin D. Raines, former chief executive officer of Fannie Mae, Congressional Hearing, dated Dec. 9, 2008;
15. Exhibit L is a copy of excerpts from the Federal Housing Finance Agency Report to Congress (2008);
16. Exhibit M is a copy of excerpts from the MBS Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans), dated January 1, 2006;
17. Exhibit N is a copy of excerpts from Freddie Mac's Mortgage Participation Certificates Offering Circular, dated March 19, 2007;
18. Exhibit O is a copy of the tentative decision issued in *Nat'l Credit Union Admin. Bd. v. RBS Secs., Inc.*, No. CV 11-5887 (C.D. Cal.), dated December 19, 2011;
19. Exhibit P is a copy of a Research Registration Abstract for Argent Securities Inc., reflecting the effective registration date for the shelf offering covering the ARSI 2006-W3 Certificate;
20. Exhibit Q is a copy of excerpts of the filing by Mortgage Asset Securitization Transactions, Inc. on Form 8-K, dated June 27, 2005, reflecting the effective registration date for the shelf offering covering the MABS 2005-WF1, MABS 2005-FRE1, MABS 2005-HE2 and MARM 2005-8 Certificates;

21. Exhibit R is a copy of excerpts of the filing by IndyMac ABS, Inc. on Form S-3, dated June 2, 2006, reflecting the effective registration date for the shelf offering covering the INABS 2005-C and INABS 2005-D Certificates;

22. Exhibit S is a copy of the Order granting the Motion to Dismiss the Amended Complaint in *SEI Hawaiian Cogenerators, Inc. v. ABB Hawaiian Cogeneration, Inc.*, No. 95-00048-ACK (D. Haw.), dated June 30, 1995;

23. Exhibit T is a copy of the complaint and appended letter filed in *Federal Home Loan Mortgage Corp. v. American Home Mortgage Corp.*, 07-cv-1335 (N.D. Tex.), dated Aug. 2, 2007;

24. Exhibit U is a copy of the Corrected Third Amended Complaint filed in *Fitzhugh v. Countrywide Fin. Corp.*, No. 04-6830 B (D.C. Super. Ct.), dated September 13, 2004;

25. Exhibit V is a copy of the Class Action Complaint filed in *Cedeno v. IndyMac Bancorp, Inc.*, 2008 WL 3992304, No. 1:06-CV-06438 (S.D.N.Y.), filed on August 25, 2006;

26. Exhibit W is a copy of the MABS 2006-FRE2 Remittance Reports, dated June 26, 2006 and August 27, 2007;

27. Exhibit X is a copy of the MABS 2006-WMC4 Remittance Reports, dated December 26, 2006 and August 27, 2007;

28. Exhibit Y is a copy of excerpts from testimony before the Committee on Oversight and Government Reform: "The Role of Fannie Mae and Freddie Mac in the Financial Crisis," dated December 9, 2008;

29. Exhibit Z is a copy of the letters from James Lockhart to Richard Syron and Daniel Mudd, dated December 8, 2006;

30. Exhibit AA is a copy of excerpts from Fannie Mae's annual report for the fiscal year ended December 31, 2006, filed on form 10-K;

31. Exhibit BB is a copy of the article by Kimberly Blanton entitled *2,200 to get reprieves on foreclosures: Facing threat of a suit, subprime lender to let state review mortgages*, Boston Globe, dated July 12, 2007;

32. Exhibit CC is copy of a press release by the Federal Deposit Insurance Corporation, dated March 7, 2007;

33. Exhibit DD is a copy of the complaint filed in *Pappas v. Countrywide Financial Corp.*, No. 07-CV-05295 MRP (MANx) (C.D. Cal.), dated August 14, 2007;

34. Exhibit EE is a copy of the article by Gretchen Morgenson entitled *Inside the Countrywide Lending Spree*, The New York Times, dated August 26, 2007;

35. Exhibit FF is a copy of the article by Alison Vekshin entitled *Schumer Urges Countrywide to Help Refinance Loans*, Bloomberg.com, dated August 29, 2007;

36. Exhibit GG is a copy of the complaint filed in *Reese v. IndyMac Bancorp Inc., et al.*, No. 07-cv-01635 (C.D. Cal.), dated March 8, 2007;

37. Exhibit HH is a copy of the complaint filed in *Greenberg v. Am. Home. Mort. Inv. Corp.*, No. 07-cv-3152 (E.D.N.Y.), dated July 31, 2007;

38. Exhibit II is a copy of American Home Mortgage Holdings, Inc.'s petition for relief under Chapter 11 of the United States Bankruptcy Code, filed in *In re American Home Mortgage, Inc.*, No. 07-11047 (Bankr. D. Del.), dated August 6, 2007;

39. Exhibit JJ is a copy of an article by Ruthie Ackerman entitled *AHM Infected by Subprime Problems*, Forbes.com, dated July 26, 2007;

40. Exhibit KK is a copy of an article by Daniel Wagner entitled *Ex-American Home Mortgage manager going to prison*, Newsday.com, dated August 28, 2007;
41. Exhibit LL is copy of the complaint filed in *McCoy v. Fremont*, 07-cv-02693 (C.D. Cal.), dated April 23, 2007;
42. Exhibit MM is a copy of the complaint filed in *Aurora Loan Servs. LLC v. Fremont Investment & Loan Corp.*, 07-cv-1284 (D. Col.), dated June 18, 2007;
43. Exhibit NN is copy of an article entitled *Fitch subprime downgrades hit Barclays, Merrill*, Reuters.com, dated August 1, 2007;
44. Exhibit OO is a copy of the filing by New Century Financial Corporation on Form 8-K, dated February 7, 2007;
45. Exhibit PP is a copy of the complaint filed in *Gold v. Morrice*, No. 07-CV-00931 (C.D. Cal.), dated February 8, 2007;
46. Exhibit QQ is a copy of an article by Julie Creswell & Vikas Bajaj entitled *Mortgage Crisis Spirals, and Casualties Mount*, The New York Times, dated March 5, 2007;
47. Exhibit RR is a copy of a press release by the Office of the Attorney General, State of Ohio, dated March 28, 2007;
48. Exhibit SS is an article by Bradley Keoun & Steven Church entitled *New Century, Biggest Subprime Casualty, Goes Bankrupt*, Bloomberg, dated April 2, 2007;
49. Exhibit TT is a copy of an article by David Cho entitled *Pressure at Mortgage Firm Led To Mass Approval of Bad Loans*, The Washington Post, dated May 7, 2007;
50. Exhibit UU is copy of the Complaint filed in *CitiMortgage, Inc. v. MILA, Inc.*, No. 06-cv-01586-CAS (E.D. Mo.), dated October 27, 2006;

51. Exhibit VV is copy of the Complaint filed in *CitiMortgage, Inc. v. MILA, Inc.*, No. 07-cv-00989-CEJ (E.D. Mo.), filed May 17, 2007;

52. Exhibit WW is a copy of an article by Al Yoon entitled *GE's WMC Mortgage loans hit subprime ABX index*, Reuters, dated March 9, 2007;

53. Exhibit XX is a copy of an article by Vikas Bajaj entitled *For Some Subprime Borrowers, Few Good Choices*, The New York Times, dated March 22, 2007;

54. Exhibit YY is a copy of an article entitled *General Electric to Sell WMC Mortgage, a Subprime Loan Unit*, The New York Times, dated July 13, 2007;

55. Exhibit ZZ is a copy of the complaint filed in *In re Ameriquest Mortgage Co. Mortgage Lending Practices Litigation*, MDL No. 1715 (N.D. Ill.), filed on December 6, 2006;

56. Exhibit AAA is a copy of an article by Lew Sichelman entitled *Millions May Be Unable to Refinance Home Loans*, National Mortgage News, dated March 26, 2007;

57. Exhibit BBB is a copy of an article entitled *H&R Block Agrees to Sell Subprime Unit, Sees Loss For Year*, CNBC.com, dated April 20, 2007;

58. Exhibit CCC is a copy of the Clayton Holdings, Inc. Trending Reports, 1st Quarter 2006 – 2nd Quarter 2007 (cited in the Amended Complaint at ¶¶ 64-66);

59. Exhibit DDD is a copy of excerpts of Fannie Mae's Motion to Dismiss, filed in *In re Fannie Mae 2008 Sec. Litig.*, No. 08-CV-7831 (S.D.N.Y.), dated September 18, 2009; and

60. Exhibit EEE is a copy of excerpts from the pooling and servicing agreements for the Certificates.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 20, 2012.

/s/ Jay B. Kasner

Jay B. Kasner